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OFFICE OF GENERAL
COUNSEL

February 27, 2013

The Honorable Ellen Weintraub
Chair
Federal Election Commission
999 E Street, NW
Washington, DC 20463

MUR 6713

Re: Respondents: Sherry L. Huff, Carey Vaughn Brown, Account Pros, Inc., Credit Protection Depot, Credit Payment Services, and Energy Way Corp.
Federal Election Commission Matter: MUR 6713
Our File No.: 509567-11

Dear Chair Weintraub:

Steven Martin Aaron, Kyle Gilster and the law firm of Husch Blackwell LLP represent the interests of Carey Vaughn Brown, Credit Payment Services, and Energy Way Corp. in the above referenced matter. Joanna Temple and Scenic City Legal Group, PC represent the interests of Sherry L. Huff, Account Pros, Inc., and Credit Protection Depot, in the above referenced matter. Sherry L. Huff, ("Ms. Huff") Carey Vaughn Brown, ("Mr. Brown") Account Pros, Inc., Credit Protection Depot, Credit Payment Services, and Energy Way Corp. shall be collectively referred to herein as ("Respondents").

On January 8, 2013, the Citizens for Responsibility and Ethics in Washington (CREW) and Melanie Sloan brought the above referenced Complaint before the Federal Election Commission (FEC) seeking an investigation and enforcement action against the following parties for violations of the Federal Election Campaign Act:

Sherry L. Huff
Carey Vaughn Brown
Account Pros, Inc.
Credit Protection Depot
Credit Payment Services
Energy Way Corporation
Republican Union PAC
James Harmon

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Please let the following serve as the Respondents' joint response to Count I and Count II of the Complaint filed. Count III is not directed to the Respondents, but solely seeks relief as to the Republican Union PAC and Mr. Harmon only.

Summary of Respondent's Position

1. There is no motive to make a contribution in the name of another to a Super Pac. The purpose of 2 U.S.C. Section 441f is to avoid individuals from circumventing the contribution limits imposed, by preventing them from making contributions in excess of their individual limits by making contributions in the name of another. Super PACs have no spending limits. As such, the reason for the prohibition set out in Section 441f does not exist with Super PACs. The Respondents suggest that the lack of guidance on Super PAC contributions by the FEC is an implicit recognition by the FEC of this very point.

2. The substantive basis for the allegations set out in CREW's Complaint comes from several articles written by Ellis Smith, a newspaper reporter from the Chattanooga Times Free Press and not the independent investigation by CREW. Smith's articles are predominately based on assumptions, innuendo, and speculation. Because of this, CREW's Complaint is therefore also based on assumptions, innuendo, and speculation. Documents attached to this response demonstrate the flow of money from Credit Protection Depot, a company unmistakably owned and controlled by Sherrie L. Huff only, to her personal account. From her personal account, her bank records show a payment to the Republican Union PAC. Furthermore, no reimbursement is shown on her account or to Credit Protection Depot's account by any source.

3. Collaboration and discussion are not illegal, but a part of the democratic process. Ms. Huff and Mr. Brown are friends and some of their separately owned companies have contractual relationships. Ms. Huff was even an employee of one of Mr. Brown's companies several years ago. They share the same political affiliation, including candidates and issues, and they discuss these candidates and issues often, as do many Americans. Ms. Huff worked with the Republican Union PAC on her own to effectuate her contribution, which was made from her own company, and any discussion she may have had with Mr. Brown or others, does not somehow make her contribution illegal for her or Mr. Brown.

Response to Count I and Count II

Count I-Denial

Ms. Huff did not knowingly permit her name to be used to make a contribution in the name of Mr. Brown, Account Pros, Inc., Credit Protection Depot, Credit Payment Services, Energy Way Corp., or another company in violation of 2 U.S.C. Section 441f and 11 C.F.R. Section 110.4(b). Ms. Huff did not knowingly and willfully violate the law and thus should not be subject to criminal penalties or a Department of Justice Investigation.

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Count II-Denial

Mr. Brown, Account Pros, Inc., Credit Protection Depot, Credit Payment Services, Energy Way Corp., or any other company Mr. Brown owns or controls did not make a contribution in Ms. Huff's name. There was no knowingly and willful violation and thus these parties should not be subject to criminal penalties and should not be referred to the Department of Justice for Investigation.

Specific Response to Allegations of Count I and Count II

In this correspondence, the position of the respondents will be divided into the following two sections:

- Lack of Federal Election Commission guidance on Super PAC (Independent Expenditure) contributions; and
- Response to the allegations (#11 to #26) made in the complaint.

Lack of Federal Election Commission Guidance and Direction on Super PAC (Independent Expenditure) Contributions.

The Citizens United v. Federal Election Commission,¹ case dramatically changed the landscape of political federal contributions. Prior to this case, there was an absolute ban on federal corporate contributions and only limited contributions were able to be made to campaign committees, connected and nonconnected political committees. As a result of this U.S. Supreme Court case, unlimited corporate and individual contributions could be made to independent expenditure committees (also known as Super PACs). This decision has had an extreme impact on our elections. For example, "as of February 15, 2013, 1,303 groups organized as Super PACs have reported total receipts of \$838,225,549 and total independent expenditures of \$621,965,747 in the 2012 cycle."²

The complaint focuses on a contribution to one of these Super PACs, which is called the Republican Union PAC. Republican Union PAC was a lawfully created Super PAC registered with the FEC. Our understanding is that this organization put billboards up in five states: Florida, Michigan, Ohio, Pennsylvania and Virginia supporting conservative causes (as stated in allegation #26 of the complaint).

Since the U.S. Supreme Court decided the Citizens United case in 2010, it is our understanding that no advisory opinions have been issued which address the matter of "making a contribution in the name of another" as it relates to Super PACs. At least three advisory opinions have been issued which focus on "making a contribution in the name of another" but none of

¹ 558 U.S. 310 (2010)
² Opensecrets.org

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them involve a Super PAC.³ Moreover, it is our understanding that no regulations have been finalized by the FEC which address the issue of "making a contribution in the name of another" as it relates to Super PACs. In fact, it is our understanding that the FEC has issued exactly one press release dated February 5, 2010 which attempts to give Super PACs some very minimal guidance on how to proceed.⁴

Furthermore, it should be noted that on October 4, 2012, the FEC deadlocked 3-3 on whether to commence a rulemaking on Super PAC disclosure requirements for corporation and labor organizations that fund electioneering communications. It can be very challenging for Super PACs to get the regulatory guidance that they need when the FEC remains deadlocked on fundamental issues such as Super PAC disclosure requirements. To illustrate this point, in a statement on October 4, 2012 by then FEC Vice Chair Ellen L. Weintraub, she stated the following: "The public deserves better."⁵ This statement was in response to the 3-3 FEC deadlocking discussed above.

We agree with Ms. Weintraub. The public does deserve better. The public deserves regulations from the FEC as it relates to Super PAC matters such as disclosure and "making a contribution in the name of another."

In this complaint, it alleges that the respondents have violated the following statute and regulation: 2 U.S.C. Section 441f and 11 C.F.R. Section 110.4(b). This statute and regulation address the issue of "making a contribution in the name of another." The underpinnings of this statute and regulation are based on a universe in which corporate contributions were not allowed and individual contributions were severely limited. To illustrate this, 2 U.S.C. Section 441f was enacted in 1976.⁶ When this statute was enacted, unlimited corporate and individual contributions could not be made to a Super PAC, like the Republican Union PAC. To further illustrate this point, 11 C.F.R. Section 110.4(b) was last modified on Nov. 19, 2002.⁷ This last regulatory modification was made 8 years before the Citizens United case was decided.

Moreover, what incentive would the respondents have to make a federal political contribution "in the name of another" to a Super PAC, such as the Republican Union PAC? There is none.

Since the federal contribution was made to a Super PAC, there is no prohibition on corporate contributions or individuals making an unlimited contribution. If any of the

³ Advisory Opinions 1986-41; 1995-19; 1996-33.

⁴ FEC Statement on the Supreme Court's Decision in Citizens United v. FEC, February 5, 2010.

⁵ Statement of Vice Chair Ellen L. Weintraub on the Proposal to Commence a Rulemaking to Address Electioneering Communication Disclosure Rules.

⁶ Pub. L. 92-225, title III, § 320, formerly § 325, as added Pub. L. 94-283, title I, § 112(2), May 11, 1976, 90 Stat. 494; renumbered § 320, Pub. L. 96-187, title I, § 105(5), Jan. 8, 1980, 93 Stat. 1354.

⁷ 54 FR 34112, Aug. 17, 1989, and 54 FR 48580, Nov. 24, 1989, as amended at 54 FR 48582, Nov. 24, 1989; 55 FR 1139, Jan. 11, 1990; 67 FR 69948, Nov. 19, 2002.

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respondents wanted to make a million dollar contribution to the Republican Union PAC, there was and is no prohibition from them doing so in their individual or corporate capacities. If Mr. Brown as an individual wanted to make a \$1 million contribution to the Republican Union PAC, there is nothing prohibiting him from doing so. He does not need Ms. Huff to make such a contribution on his behalf. If Account Pros. Inc., Credit Protection Depot, Credit Payment Services, and Energy Way Corporation wanted to make a \$1 million corporate contribution to the Republican Union PAC, there is nothing prohibiting them from doing so. Ms. Huff had no incentive to make a contribution on behalf of any of the other respondents.

The complainants may argue that Mr. Brown or his companies had an incentive to not disclose any of his involvement or support for Republican Union. Mr. Brown has a long record of support for conservative causes. All of the contributions listed in allegation #24 of the complaint illustrate this point.

Mr. Brown and his related companies have a strong record of supporting very conservative political causes. This is a well-known fact and subject to easy discovery. In fact, Mr. Brown has financed and paid for his own billboards which support conservative causes. Mr. Brown has not shied away from his public support for conservative causes his entire life and there is nothing to indicate that his support for these causes has changed. Mr. Brown had no incentive to ask another to make a contribution on his behalf. In fact, we expect that Mr. Brown will continue making large campaign contributions and not shy away from his endorsement of conservative candidates and causes.

Response to the Allegations. (#11 to #26) Made in the Complaint.

In the complaint filed with the Federal Election Commission, the complainants made a series of allegations (#11 through #26) against the respondents. The most important allegation is #12, which includes the following statement:

"On information and belief, Ms. Huff was not the true source of the money used to make the contribution. Ms. Huff does not appear to have the assets to make a \$1 million contribution."

The respondents wholeheartedly deny this allegation. Ms. Huff made the contribution to the Republican Union PAC voluntarily and on her own. Her political views are consistent and in accordance with the philosophy of the Republican Union PAC. The \$1 million contribution that she made to the Super PAC came out of her own money, finances and resources. Mr. Brown or any of the aforementioned companies (Account Pros, Inc., Credit Protection Depot, Credit Payment Services, Energy Way Corp.) did not ask Ms. Huff to make this contribution nor did they reimburse her for making this contribution. The facts in this case clearly indicate that Ms. Huff made this contribution on her own.

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Ms. Huff is the sole owner of Credit Protection Depot. See attached as Exhibit 1, a copy of the Second Amended and Restated Bylaws of Credit Protection Depot executed by Sherry L. Huff as the sole Director and as the sole Stockholder. See attached as Exhibit 2, copies of stock certificates for Credit Protection Depot. Stock Certificate No.: 101 issued 100 shares of Bearer Stock, at the inception of the company, and authorized capital of 75,000 shares of common stock. The laws of the State where Credit Protection Depot was incorporated changed, which required the company to convert the "Bearer" Stock to regularly issued stock. As such, Stock Certificate 2 issued the total shares of the company of 75,000 to Sherry L. Huff on January 21, 2010, which is why the Bylaws, attached as Exhibit 1, were amended on January 21, 2010. Finally, please find attached as Exhibit 3, Credit Protection Depot's 2011 U.S. Corporation Income Tax Return -form 1120, including schedule G to form 1120 clearly showing Ms. Huff as the sole owner of Credit Protection Depot. There is no doubt that Ms. Huff owns and controls Credit Protection Depot and is the only person authorized to make the contribution that is the subject of this letter.

Furthermore, please find attached as Exhibit 4, a copy of Ms. Huff's joint personal bank statement from Regions Bank, shared with her husband, whose name has been redacted for his privacy, showing a deposit of 1 million dollars from Credit Protection Depot by wire transfer on June 27, 2012 and a withdrawal of \$100,000.00 and \$900,000.00, for a total of 1 million dollars on July 2, 2012 and July 3, 2012, respectively. Regions Bank was apparently concerned about such a large deposit to its institution and contacted banking regulators to ensure the legitimacy of the transaction and placed a hold on the money. The US Secret Service actually contacted Ms. Huff to confirm that the transaction was proper and after concluding as such, informed Ms. Huff, and upon information and belief, informed Regions Bank. Notwithstanding, Regions Bank would not wire the funds to any third party and would only provide a check to Ms. Huff directly. As such, Ms. Huff was required to switch banks. Therefore, Ms. Huff opened an account at Cornerstone Community Bank. Please find as Exhibit 5, a copy of Ms. Huff's bank statement with Cornerstone showing a deposit of 1 million dollars on July 13, 2012 and a wire transfer of the 1 million dollars to the Republican Union PAC on July 19, 2012. From a review of the documents, the flow of money went from a company she owns and controls to her own bank account and her own personal funds were provided to the Republican Union PAC.

At the start of Allegation #12, it states the following: "On information and belief..." One cannot and should not base a complaint to the FEC based on "belief." Belief is not enough. The complainants must prove that Ms. Huff was not the true source of the money for this contribution. There is no evidential proof in the complaint whatsoever that Ms. Huff was not the true source of this contribution. The complainants make no reference to any witness accounts, documents or bank statements to demonstrate their claim that Ms. Huff was "making the contribution in the name of another." The complainants just make inferences and attempts to draw false conclusions from these inferences.

The premise of the complainants' case is that Ms. Huff made this contribution on behalf of another based on the following three observations made by the complainants:

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1. Ms. Huff does not appear to have the assets to support making a \$1 million contribution;
2. Ms. Huff has no history of making federal contributions; and
3. Ms. Huff has professional roles within the following companies: Account Pros, Inc.; Credit Protection Depot; Credit Payment Services; and Energy Way Corporation.

None of these observations lead to the conclusion that Ms. Huff made the contribution on behalf of another. With respect to the first observation regarding not having the assets to support making a \$1 million contribution, the complainants base this contention on their findings in allegations #13, #14 and #15. In these allegations, the complainants state that the 2012 valuation of the two properties that she owns are (\$50,398 and \$76,537 respectively).

The complainants are wrong to draw a conclusion that a certain person does not have the resources to make a particular federal contribution based on the value of the property that they may own. Individuals spend their money according to different priorities. Some individuals who live in middle income properties have a significant amount of personal wealth. Some very wealthy individuals never make a federal contribution, while some low and middle income individuals contribute a significant amount of their savings and income to either charitable or federal election contributions. The strong position of the respondents is that Ms. Huff had the financial resources to make this \$1 million contribution to the Republican Union PAC and she indeed made that contribution.

With respect to the second observation, the complaint in allegation #11 and allegation #24 alleges that Ms. Huff has no history of making federal and state political contributions. From these allegations, the complainants attempt to conclude that Ms. Huff must have made this contribution on behalf of another. This conclusion cannot be made solely based on the observation that Ms. Huff has not previously made political contributions.

Is every first time federal contributor making the "contribution on behalf of another?" Absolutely not. There has to be a first time for everything. Since the Citizens United vs. Federal Election Commission decision, individuals and corporations have a new opportunity to make federal political contributions which were previously not allowed. Individuals who have never contributed before to campaigns are making contributions to Super PACs. Ms. Huff is one of those new individuals who are making federal political contributions for the first time.

Lastly, with respect to the third observation, allegations #16 through #23 in the complaint focus on Ms. Huff's relationship with Mr. Brown and the following companies: Account Pros, Inc.; Credit Protection Depot; Credit Payment Services; and Energy Way Corporation. These allegations focus on the false premise that Ms. Huff's working relationship with Mr. Brown

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and/or his companies leads to the conclusion that a contribution was made by her on someone else's behalf.

Ms. Huff does indeed have a role in the aforementioned companies. However, the complainants make the massive logical leap that a working relationship must result in her "making a contribution in the name of another." There are many other individuals who have working relationships with Mr. Brown or his companies. One cannot logically conclude that Ms. Huff made the \$1 million contribution in the name of another based on her working relationship with Mr. Brown or the underlying company. There are thousands upon thousands of federal political contributions which are made by individuals, who serve as executives of corporations. Is the FEC investigating each of those individual contributions to a Super PAC by executives of a company on an allegation of a "contribution in the name of another?" The answer is no. Under our federal system, individuals, whether they are executives of companies or private citizens, have the right to make individual federal contributions to the campaigns and Super PACs of their choosing. For that reason, Ms. Huff was acting within her constitutional rights to make a contribution to the Republican Union PAC.

It is important to note that allegations #24 and #26 were referenced earlier in this correspondence. Allegation #25 addresses the activities of the Republican Union PAC and thus the respondents will not address that allegation as it is not subject to the Joint Defense Privilege.

Conclusion

The complaint contends that the respondents violated the following statute - 2 U.S.C. Section 441f - This statute reads as follows:

"No person shall make a contribution in the name of another person or knowingly permit his name to be used to effect such a contribution, and no person shall knowingly accept a contribution made by one person in the name of another person."

After reviewing this statute and the facts presented in this complaint, it is clear that the respondents did not violate this statute or the underlying federal regulation (11 C.F.R. Section 110.4(b)). No contribution was "made in the name of another." Moreover, none of the respondents "knowingly" permitted his or its name to be used to make such a contribution.

As stated earlier in this correspondence, there is no evidential proof in the complaint whatsoever that Ms. Huff was not the true source of this contribution. The complainants make no reference to any witness accounts, documents or bank statements to demonstrate their claim that Ms. Huff was "making a contribution in the name of another."

The respondents ask the FEC to dismiss this complaint based upon its lack of merit.

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Sincerely,

Husch Blackwell LLP

By: 
Steven Martin Aaron

Scenic City Legal Group PC

By: 
Joanna Temple

SMA/sa
Enclosures

cc: Jeff S. Jordon, Supervisory Attorney, w/enclosures
*Complaints Examination and
Legal Administration
Federal Election Commission*

Kim Collins, w/enclosures (via electronic mail only)
*Complaints Examination and
Legal Administration
Federal Election Commission*

SECOND AMENDED AND RESTATED BYLAWS
OF
CREDIT PROTECTION DEPOT, INC.

WHEREAS, the Board of Directors proposes to amend and restate its Bylaws to provide for indemnity of its Directors and Officers;

WHEREAS, such amendment is advisable and in the best interests of the Corporation;

NOW, THEREFORE, these Second Amended and Restated Bylaws are hereby adopted in their entirety as follows:

ARTICLE I - OFFICES

The registered office of the Corporation shall be located in Las Vegas, State of Nevada. The Corporation may have such other offices, either within or without the State of Nevada as the Board of Directors may designate or as the business of the Corporation may from time to time require.

ARTICLE II - STOCKHOLDERS

1. ANNUAL MEETING.

The annual meeting of the stockholders shall be held in the first quarter of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a weekend or legal holiday, such meeting shall be held on the next succeeding business day.

2. SPECIAL MEETINGS.

Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors, and shall be called by the President at the request of the holders of not less than fifty percent (50%) of all the outstanding shares of the Corporation entitled to vote at the meeting.

3. PLACE OF MEETING.

The Directors may designate any place, either within or without the state unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Directors. A waiver of notice signed by all stockholders entitled to vote at a meeting may designate any place, either within or without the state unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation.

4. NOTICE OF MEETING.

Written or printed notice, stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the stockholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

5. CLOSING OF TRANSFER BOOKS OR FIXING OF RECORD DATE.

For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the Directors of the Corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of or to vote at a meeting of stockholders, such books shall be closed for at least sixty (60) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than sixty (60) days and, in case of a meeting of stockholders, not less than sixty (60) days prior to the date on which the particular action requiring such determination of stockholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

6. VOTING LISTS.

The officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten (10) days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (1) days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any stockholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting. The original stock transfer book

shall be prima facie evidence as to who the stockholders are entitled to examine such list or transfer books or to vote at the meeting of stockholders.

7. QUORUM.

At any meeting of stockholders, fifty-one percent (51%) of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If less than said number of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting, at which a quorum shall be presented or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

8. PROXIES.

At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting.

9. VOTING.

Each stockholder entitled to vote in accordance with the terms and provisions of the certificate of incorporation and these Bylaws shall be entitled to one vote, in person or by proxy, for each share of stock entitled to vote held by such stockholders. Upon the demand of any stockholder, the vote for Directors and upon any question before the meeting shall be by ballot. All elections for Directors shall be decided by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the certificate of incorporation or the laws of this state.

10. ORDER OF BUSINESS

The order of business at all meetings of the stockholders shall be as follows:

1. Roll call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Report of directors and officers.
5. Reports of committees.
6. Election of directors.
7. Unfinished business.
8. New business.
9. Special reports.
10. Legal matters.

11. Adjournment.

11. INFORMAL ACTION BY STOCKHOLDERS.

Unless otherwise provided by law, any action required to be taken at a meeting of the stockholders, or any other action which may be taken at a meeting of the stockholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the stockholders entitled to vote with respect to the subject matter thereof.

ARTICLE III - BOARD OF DIRECTORS

1. GENERAL POWERS.

The business and affairs of the Corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these Bylaws and the laws of Nevada.

2. NUMBER, TENURE AND QUALIFICATIONS.

The number of Directors of the Corporation shall be as set forth by a majority of the Board of Directors. The Directors shall be chosen by the stockholders by vote at the annual meeting and shall hold office until the next annual meeting of stockholders and until successors have been elected and qualified. A Director need not be a stockholder.

3. REGULAR MEETINGS.

A regular meeting of the Directors may be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of stockholders. The directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Action by written consent of all of the Directors may be taken.

4. SPECIAL MEETINGS.

Special meetings of the Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Directors may fix the place for holding any special meeting of the Directors called by them.

5. NOTICE.

Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally, or by telegram or mailed to each Director at his address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States

mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. QUORUM.

At any meeting of the Directors, a majority of Directors shall constitute a quorum for the transaction of business.

7. MANNER OF ACTING.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Directors may take action without a meeting or at a telephonic meeting pursuant to Nevada law.

8. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of Directors, and vacancies occurring in the Board for any reason except the removal of directors without cause may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the stockholders. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

9. REMOVAL OF DIRECTORS.

Any or all of the Directors may be removed for cause by vote of the stockholders or by action of the board. Directors may be removed without cause only by vote of the stockholders.

10. RESIGNATION.

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

11. COMPENSATION.

No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular or special meeting of the

Board may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

12. PRESUMPTION OF ASSENT.

A Director of the Corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV - OFFICERS

1. NUMBER.

The officers of the Corporation shall be a President, a Secretary and a Treasurer, each of whom shall be elected by the Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors. The Treasurer and Secretary need not be Directors. Any person may hold two or more offices.

2. ELECTION AND TERM OF OFFICE.

The Officers of the Corporation to be elected by the Directors shall be elected annually at the first meeting of the Directors held after each annual meeting of the stockholders. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. REMOVAL.

Any officer or agent elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

5. PRESIDENT.

The President shall be the principal executive officer of the Corporation and subject to the

control of the Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the stockholders and of the Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

6. VICE-PRESIDENT. (OPTIONAL)

In the absence of the President or in event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Directors.

7. SECRETARY.

The Secretary shall keep the minutes of the stockholders and Directors meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with provisions of these Bylaws or as required, be custodian of the corporate records and of the seal of the Corporation and keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder, have general charge of the stock transfer books of the Corporation and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Directors.

8. TREASURER.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories, as shall be selected in accordance with these Bylaws and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Directors. If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with sure surety or sureties as the Directors shall determine.

9. SALARIES.

The salaries of the Officers shall be fixed from time to time by the Directors and no Officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the

Corporation.

ARTICLE V - INDEMNIFICATION, EXCULPATION

1. INDEMNIFICATION.

The Corporation shall indemnify any person who was or is a party defendant or is threatened to be made a party defendant, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a stockholder of the Corporation, Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, for instant expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the Board of Directors determine that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of "nolo contendere" or its equivalent, shall not in itself create a presumption that the person did or did not act in good faith and in a manner which he reasonable believed to be in the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was lawful.

2. EXCULPATION.

Any act or omission of the Directors and/or Officers, the effect of which may cause or result in loss or damage to the Corporation or the stockholders if done in good faith to promote the best interests of the Corporation, shall not subject the Directors and/or Officers to any liability to the stockholders.

ARTICLE VI - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS.

The Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. LOANS.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Directors.

4. DEPOSITS.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Directors may select.

ARTICLE VII - CERTIFICATES FOR SHARES AND THEIR TRANSFER

1. CERTIFICATES FOR SHARES.

Certificates representing shares of the Corporation, if issued, shall be in such form as shall be determined by the Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Directors. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the stockholders, the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefore upon such terms and indemnity to the Corporation as the Directors may prescribe.

2. TRANSFERS OF SHARES.

A. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer books of the Corporation which shall be kept at its principal office.

B. The Corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof, and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of this state.

3. RESTRICTIONS ON TRANSFER OF SHARES.

All restrictions on transfer of corporate securities shall be in accordance with NRS Chapter 78. In the event any stockholder desires to sell all or part of his shares of the Corporation, the Corporation shall have first right of refusal to purchase said shares; should the Corporation refuse to purchase said shares, the other stockholders shall have second right of refusal to purchase said shares. Each such right of refusal shall be exercised, if at all, within thirty (30) days of notice thereof.

ARTICLE VIII - FISCAL YEAR

The year of the Corporation shall begin on the 1st day of January of each year and continue until the last day of December.

ARTICLE IX - DIVIDENDS

The Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

ARTICLE X - SEAL

The Directors may or may not provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, year of incorporation and the words "Corporate Seal."

ARTICLE XI - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any stockholder or Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of all of the Directors at any regular or special meeting, or by a vote of the stockholders representing more than fifty percent (50%) of all the shares issued and outstanding, at any annual stockholders meeting or at any special stockholders meeting when the proposed amendment has been set out in the notice of such meeting.

SIGNATURES ON FOLLOWING PAGE

I, the undersigned, being the sole Director of Credit Protection Depot, Inc., a Nevada Corporation, do hereby consent to and adopt the foregoing Second Amended and Restated Bylaws as and for the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have executed these Bylaws this 24th day of January 2011.

By: Sherry Huff
Sherry Huff, Director

17044423306

**SECOND AMENDED AND RESTATED BYLAWS OF
CREDIT PROTECTION DEPOT, INC.
LISTING OF DIRECTORS**

By a majority vote of the Stockholders the following Directors were elected to operate the Corporation pursuant to ARTICLE 3 of the Bylaws:


Director
Title:

Sherry Huff
Printed Name:

500 Thomas Drive
Address Line 1

Rossville, GA 30741
Address Line 2

IN WITNESS WHEREOF, I have elected these Directors this 24th day of January 2011.


Sherry Huff, Sole Stockholder

NUMBER 101

100 SHARES



THIS CERTIFICATE

BEARER

is the holder of

ONE HUNDRED

Shares

FULLY PAID AND NON-ASSESSABLE SHARES OF CAPITAL STOCK OF SAID CORPORATION

and the same are duly recorded in the books of the Corporation by the proper officers in accordance with the provisions of the Constitution and By-Laws of the Corporation.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed

this 12th day

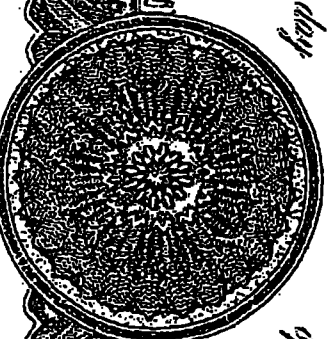
of January, A.D. 1905

PRESIDENT

10021

SECRETARY

10021



INCORPORATED UNDER CHARTERS OF THE
STATE OF NEVADA



2

75,000

CREDIT PROTECTION DEPOT, INC.

This Corporation is authorized to issue 75,000 Common Shares at the Par Value

THIS CERTIFIES THAT Sherry L. Huff
75,000

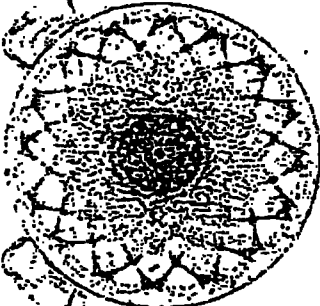
is the owner of

fully paid and non-assessable
shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or
by duly authorized attorney or successor of this certificate properly indorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized
officers and its corporate seal to be hereunto affixed this 21st day of January, A.D. 2010.

Sherry L. Huff
President

[Signature]
Secretary/Treasurer



1-100444-00000000



Regions Bank
Perimeter Place Lee Hwy
6238 Lee Hwy
Chattanooga, TN 37421

SHERRY L HUFF
500 THOMAS DR
ROSSVILLE GA 30741-3655

ACCOUNT #

Cycle 053
Enclosures 09
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LIFEGREEN CHECKING
June 19, 2012 through July 18, 2012

SUMMARY

| | | | |
|---------------------|------------------|-----------------|-----------|
| Beginning Balance | \$935.00 | Minimum Balance | \$536 |
| Deposits & Credits | \$1,006,635.02 + | Average Balance | \$197,884 |
| Withdrawals | \$1,004,946.09 - | | |
| Fees | \$15.00 - | | |
| Automatic Transfers | \$0.00 + | | |
| Checks | \$1,355.00 - | | |
| Ending Balance | \$1,253.93 | | |

| | | | |
|--------------------------|--|---------------------|----------------|
| 06/19 | EB From Checking # | Ref# 000000 8714720 | 1,000.00 |
| 06/21 | Account Pros Payroll Sherry L Huff | | 1,442.00 |
| 06/27 | Wire Transfer Credit Protect | | 1,000,000.00 |
| 07/03 | Regions Bank Credit lbs 0005410 | | 500.00 |
| 07/05 | Account Pros Payroll Sherry L Huff | | 1,442.01 |
| 07/12 | Card Credit Southeastern Sa 5719 Chattanooga TN 37421 5236 | | 162.78 |
| 07/13 | Account Pros Inc Ppdtrans Huff, Sherry | | 1,998.23 |
| 07/16 | Account Pros Inc Ppdtrans Huff, Sherry | | 90.00 |
| Total Deposits & Credits | | | \$1,006,635.02 |

WITHDRAWALS

| | | |
|-------|---------------------|------------|
| 06/19 | | 169.50 |
| 06/19 | | 45.50 |
| 06/19 | | 3.63 |
| 06/21 | | 1,000.00 |
| 06/21 | | 400.00 |
| 06/25 | | 211.00 |
| 06/25 | | 35.54 |
| 06/25 | | 29.43 |
| 06/25 | | 26.32 |
| 06/25 | | 9.50 |
| 06/25 | | 4.62 |
| 06/27 | | 20.00 |
| 07/02 | Bank Debit | 100,000.00 |
| 07/02 | | 100.00 |
| 07/03 | V4Adj 26-2585100225 | 900,000.00 |
| 07/03 | | 9.98 |
| 07/05 | | 59.60 |
| 07/05 | | 29.29 |
| 07/05 | | 20.75 |
| 07/05 | | 17.00 |

Regions Bank
 Perimeter Place Lee Hwy
 6238 Lee Hwy
 Chattanooga, TN 37421

SHERRY L HUFF
 500 THOMAS DR
 ROSSVILLE GA 30741-3655

1

ACCOUNT #

Cycle 053
 Enclosures 09
 Page 0
 2 of 3

WITHDRAWALS (CONTINUED)

| | |
|-------|--------|
| 07/05 | 11.32 |
| 07/06 | 78.60 |
| 07/06 | 72.72 |
| 07/06 | 9.62 |
| 07/09 | 140.00 |
| 07/09 | 120.00 |
| 07/09 | 100.00 |
| 07/09 | 50.00 |
| 07/09 | 36.00 |
| 07/09 | 29.28 |
| 07/09 | 28.47 |
| 07/09 | 13.89 |
| 07/11 | 273.09 |
| 07/11 | 200.00 |
| 07/11 | 200.00 |
| 07/12 | 42.61 |
| 07/16 | 400.00 |
| 07/16 | 227.30 |
| 07/16 | 127.84 |
| 07/16 | 103.95 |
| 07/16 | 77.00 |
| 07/16 | 49.44 |
| 07/16 | 39.72 |
| 07/16 | 12.98 |
| 07/16 | 8.00 |
| 07/16 | 7.86 |
| 07/16 | 7.15 |
| 07/16 | 6.94 |
| 07/17 | 146.12 |
| 07/17 | 59.53 |
| 07/18 | 75.00 |

Total Withdrawals \$1,004,946.09

FEES

| | | |
|-------|---------------|-------|
| 06/27 | Wire Transfer | 15.00 |
|-------|---------------|-------|

| | Total For This Statement Period | Total Calendar Year-to-Date |
|--|------------------------------------|--------------------------------|
| Total Overdraft Fees (may include waived fees) | 0.00 | 0.00 |
| Total Returned Item Fees (may include waived fees) | 0.00 | 0.00 |

Regions Bank
Perimeter Place Lee Hwy
6238 Lee Hwy
Chattanooga, TN 37421

SHERRY L HUFF
500 THOMAS DR
ROSSVILLE GA 30741-3655

ACCOUNT #

Cycle 053
Enclosures 09
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CHECKS

| Date | Check No. | Amount | Date | Check No. | Amount |
|-------|-----------|--------|-------|-----------|--------|
| 06/19 | 1522 | 105.00 | 06/27 | 1654 | 25.00 |
| 06/19 | 1524 * | 750.00 | 07/16 | 1660 * | 200.00 |
| 06/26 | 1652 * | 25.00 | 07/17 | 1663 * | 155.00 |
| 06/25 | 1653 | 25.00 | 07/10 | 1659 * | 70.00 |

Total Checks \$1,355.00

* Break In Check Number Sequence.

DAILY BALANCE SUMMARY

| Date | Balance | Date | Balance | Date | Balance |
|-------|--------------|-------|----------|-------|----------|
| 06/19 | 861.37 | 07/03 | 866.98 | 07/12 | 869.53 |
| 06/21 | 903.37 | 07/05 | 2,171.03 | 07/13 | 2,867.76 |
| 06/25 | 561.96 | 07/06 | 2,010.09 | 07/16 | 1,689.58 |
| 06/26 | 536.96 | 07/09 | 1,492.45 | 07/17 | 1,328.93 |
| 06/27 | 1,000,476.96 | 07/10 | 1,422.45 | 07/18 | 1,253.93 |
| 07/02 | 900,376.96 | 07/11 | 749.36 | | |

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SHERRY HUFF
500 THOMAS DR
ROSSVILLE GA 30741-3655

CORNERSTONE BASIC

7/20/12

2

1

BRANCH-010

WE'RE HERE AND READY TO LEND!

Inquire today by visiting one of our branches or by calling 423-385-3000

YOUR HOMETOWN BANK,
CORNERSTONE COMMUNITY BANK

CORNERSTONE BASIC

SHERRY HUFF

Acct

| | | | |
|---------------------------|---------|--------------|----|
| Beginning Balance | 7/13/12 | .00 | |
| Deposits / Misc Credits | 2 | 2,000,200.00 | |
| Withdrawals / Misc Debits | 1 | 2,000,000.00 | |
| ** Ending Balance | 7/22/12 | 200.00 | ** |
| Service Charge | | .00 | |
| Average Balance | | 600,200 | |
| Average Collected Balance | | 600,200 | |
| Minimum Balance | | 200 | |
| Enclosures | | 2 | |

MISCELLANEOUS CREDITS

| Date | Deposits | Withdrawals | Activity Description |
|------|--------------|-------------|----------------------|
| 7/13 | 200.00 | | DEPOSIT |
| 7/13 | 1,000,000.00 | | DEPOSIT |

SHERRY HUFF

CORNERSTONE BASIC

7/20/12

2

2

BRANCH-010

MISCELLANEOUS DEBITS

| Date | Deposits | Withdrawals | Activity Description |
|------|----------|--------------|----------------------|
| 7/19 | | 1,000,000.00 | WIRE TRANSFER DEBIT |

DAILY BALANCE SUMMARY

| Date | Balance | Date | Balance | Date | Balance |
|------|--------------|------|---------|------|---------|
| 7/13 | 1,000,200.00 | 7/19 | 200.00 | | |

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